

FIDDLEHEADS BOARD OF DIRECTORS
Minutes of Board Meeting of July 20th, 2021

Conference Call

(Approved by the Board on August 17th, 2021)

I. CALL TO ORDER, ATTENDANCE, ANNOUNCEMENTS

A. Call to Order

Brenda De Los Santos called to order a regular meeting of the Fiddleheads Board of Directors at 6:30pm on Tuesday, July 20th, 2021, via Conference Call.

B. Attendance

The following Board members were present:

Brenda De Los Santos, President
Monica Chapman, Vice President
Robin Harris, Treasurer
Danny Spurr, Secretary
Amelia Lord
Carolyn Wilson
Liam Powers
Ali Rangwala

The following Board members were absent:

Sehar Mahmood

The following additional persons were present:

Lexa Juhre, General Manager
Katie Blanchard, Board Administrator
Brad Sheridan, owner and staff member

C. Opening

1. Directors shared check-ins.
 - a. The Board thanked Danny for his years of service as the Board President.
 - b. The Board thanked and welcomed Brenda as her first meeting as Board President.
 - c. The Board was commended for initiating a smooth transition of Board officers.

II. APPROVE DRAFT MINUTES OF June 15th, 2021 MEETING (6:39-6:40)

Motion to approve the minutes of the June 15th, 2021 Board Meeting:

Motion: Robin Harris

Second: Monica Chapman

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All in favor.

IV. CONSENT AGENDA (6:40-6:41)

A. Owner Equity Refund Requests (if any)

1. Robinson

Motion to approve the consent agenda:

Motion: Danny Spurr

Second: Amelia Lord

All in Favor

V. COMMITTEE/TASK FORCE (6:41-6:50)

A. Annual Meeting Committee-Charter

1. Carolyn as chair
2. Liam
3. Sehar

Motion to approve Annual Meeting Committee Charter:

Motion: Carolyn Wilson

Second: Liam Powers

All in Favor.

B. Nominating Committee

1. Robin Harris as chair
2. Monica Chapman
3. Danny Spurr
4. Amelia Lord

Motion to approve Nominating Committee Charter:

Motion: Monica Chapman

Second: Amelia Lord

All in Favor.

V. GM MONITORING REPORTS (6:50-6:57)

A. B7: Board Communication

1. The Board reviewed the B7 GM Monitoring Report..

B. B8 Board Support:

1. The Board reviewed the B8 GM Monitoring Report. It was noted that other staff are involved in Board support besides the Board Administrator, Katie, and that the staff support questionnaire involves all of these supports as well. It was noted that the performance questionnaire issued by Lexa to the Board President and Secretary was not sent out in a timely manner and that this will be corrected ahead of next year's B8 report

Motion to Approve GM Monitoring Reports for B7: Board Communication and B8: Board support with the amended GM monitoring table noting compliance in all sections.

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Motion: Danny Spurr

Second: Monica Chapman

All in favor.

VI. DISCUSSION / ACTION ITEMS (6:57-7:36)

A. In-Person Meeting Protocols:

1. August meeting will be held at the Dewart Building in the Conference Room
2. Brenda will compile a survey to send the Directors regarding their thoughts concerning wearing masks at the meeting. At minimum the Board meetings will comply with current state and federal regulations.
3. Brenda will put together an instructional statement/announcement to Co-op Owners should they like to attend the meeting.
4. There is currently no connectivity in the conference room for call in participants. Lexa will look into the possibility of acquiring a hot spot to use in the conference room to allow for call in participants.

B. DEI Work and Upcoming Retreats.:

1. The next La Donna Meeting will be August 15th from 10am to noon.
2. The Board will focus on fine tuning the Ends Statement.
3. The Board Retreat will be held in person on October 9th from 9am to 3pm. Brenda will coordinate with Jade to begin scheduling the Board Retreat.

C. Board Monitoring Survey: C2 Board's Job

1. In regards to the Board's relationship to owners:
 - a. The Board definitely struggled through the pandemic to engage with owners.
 - b. The Board reflected on adding more equity language to this policy.
 - c. The Equity Policy Review Committee will examine this policy.

D. Patronage Update

1. Lexa is working with consultants to ready the register system to distribute the patronage dividends.

E. Code of Conduct

1. The Board individually committed to the Director's Code of Conduct.

F. Lighting Proposal

1. Several companies have approached Fiddleheads on behalf of Eversource to upgrade the store's lighting.
2. The proposal provides significant savings alongside Eversource's incentives while saving energy and providing consistent lighting throughout the store.

Motion to hereby authorize Alexandra Juhre to execute the supplied Eversource loan documents on behalf of the co-op in connection with project # CT21P00677901 to perform a lighting upgrade at 13 Broad Street.

Motion: Monica Chapman

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Second: Amelia Lord

All in favor.

VII. CLOSINGS (7:36-8:00)

A. Meeting Talking Points

1. Discussed protocols for the first in person meeting in August. More communication to follow!
2. The Board approved the GM's proposal for energy efficient lighting upgrade for the Co-op.
3. The Board renewed their commitment to the Director Code of Conduct.
4. The Board chartered their Nominations and Annual Meeting Committees.
5. The Board approved the B7-Board Communication and B8- Board support GM Monitoring Reports.
6. The Board submitted policy C2 for the Equity Policy Review Committee to review.
7. The Board congratulated Brenda on successfully leading her first Board Meeting as President.

B. Owner Comments:

1. There was a question about whether the Board may consider changing the bylaws to allow for staff seats on the board.
 - a. It was noted that this occurs with some other food co-ops. The Willimantic Co-op currently holds a staff seat on the Board, for instance.
 - b. The Board is excited to have staff interest in Board work and will explore this idea further in upcoming meetings.
2. Lexa posed a question about how the Board views the Co-op's role in being an equitable business in the community, especially in regards to reviewing policies and strategic planning. Would the Board like the Co-op to specifically focus on selling food or provide more community engagement and organizing to reach all members of the community (ie. provide resources for WIC, Pantries, Etc)?

C. Tasks and Responsibilities:

1. Robin, as treasurer, will need to provide a budget to be reviewed at the next Board meeting.
2. Brenda will draft an announcement to owners for the first in-person meeting including directions and Covid protocols.
3. The Annual Meeting and Nominating committees will meet to finalize their charters.
4. Lexa will look into connectivity for Board meeting call-ins at the new meeting location.
5. Lexa will coordinate with the marketing team to announce Brenda as the new Board President.
6. Brenda will coordinate with Jade to schedule the Board Retreat.

D. Upcoming events

1. Next meeting with LaDonna
 - a. August 15th, 10am-12pm
2. CBLD 101 September 18th-It was noted that this may be an interesting opportunity for staff to participate in.
3. Board Retreat-Set date for October the 9th from 9am to 3pm.

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VIII. Executive Session

A. Motion to enter executive session:

Motion: Danny Spurr
Second: Monica Chapman
All in favor

Executive Session to provide update on legal matter was entered into at 7:58 p.m. No decisions were made.

VIII. Meeting Adjourned

Motion to exit executive session and adjourn meeting:

Motion: Carolyn Wilson
Second: Robin Harris
All in favor.

Meeting adjourned at 8:04 p.m.

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Draft minutes prepared for submission to the board by Katie Blanchard and Danny Spurr on August 17th, 2021.

Minutes approved by vote of the Board on August 17th, 2021, and put into final form by Katie Blanchard on August 23rd, 2021.